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THE HARBORAGE CLUB - ~~FOR~~ LAUDERDALE, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
THE HARBORAGE CLUB - FORT LAUDERDALE, LLC**

In compliance with the requirements of the laws of the State of Florida, the following are the Amended and Restated Articles of Organization for The Harborage Club - Fort Lauderdale, LLC. These Amended and Restated Articles of Organization shall replace, in their entirety, those Articles of Organization for "The Harborage Club - Ft. Lauderdale, LLC" previously filed on February 14, 2007, Document No. L07000017410.

1. Name. The name of the company shall be The Harborage Club - Fort Lauderdale, LLC (the "**Company**").

2. Principal Office. The principal office of the Company is 33 Lockwood Drive, Charleston, South Carolina 29401.

3. Managing Member. The name and address of the Managing Member is as follows:

**AMH - FORT LAUDERDALE, LLC, a South Carolina limited liability company
33 Lockwood Drive, Charleston, SC 29401**

4. Name. The purpose of the Company shall be limited to ownership, development, operation and sale of units on the property located at 1335 SE 16th Street, in the City of Fort Lauderdale, Broward County, Florida (the "**Property**"). The Company shall be prohibited from indebtedness of any kind except in its capacity as owner of the Property in connection with the mortgage loan and other indebtedness (the "**Indebtedness**") incurred in favor of Madison Capital Company, LLC and its successors, and assigns ("**Lender**") and trade payables incurred in the ordinary course of business.

5. Limitations. The provisions of this section 5 shall automatically become void and of no further force or effect at such time as the Indebtedness is paid in full.

5.1 For so long as the Indebtedness is outstanding, the Company shall not:

- (a) amend the Articles of Organization or amend its operating agreement without the consent of Lender;
- (b) engage in any business activity other than as set forth above; or
- (c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Company's assets or dissolve, liquidate, consolidate, merge, or sell all or substantially all of its assets.

5.2 The Company shall:

- (d) not commingle its assets with those of any other entity and hold its assets in its own name;
- (e) conduct its own business in its own name;
- (f) maintain bank accounts, books, records, accounts and financial statements separate from any other entity;
- (g) maintain its books, records, resolutions and agreements as official records and separate from any other entity;
- (h) pay its own liabilities out of its own funds;
- (i) maintain adequate capital in light of contemplated business operations;
- (j) observe all corporate or other organizational formalities;
- (k) maintain an arm's length relationship with its affiliates;

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- (l) pay the salaries of its own employees and maintain a sufficient number of employees in light of contemplated business operations;
- (m) not guarantee or become obligated for the debts of any other entity or hold out its credit as being available to satisfy the obligations of others;
- (n) not acquire obligations or securities of affiliates or shareholders;
- (o) not make loans to any other person or entity;
- (p) allocate fairly and reasonably any overhead for shared office space;
- (q) use separate stationery, invoices, and checks;
- (r) not pledge its assets for the benefit of any other entity;
- (s) hold itself out as a separate entity and correct any known misunderstanding regarding its separate identity; and
- (t) not identify itself or any of its affiliates as a division or part of the other.

6. Registered Office Registered Agent. The street address of the Registered Office of the Company is 1666 Kennedy Causeway, Suite 302, North Bay Village, Florida 33141. The name of the Registered Agent of the Company is Solomon and Furshman, LLP.

Having been named to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated this 15th day of June, 2007.

SOLOMON & FURSHMAN, LLP

By: 
Ben Solomon, Esq., Partner

7. Effective Date. The effective date of these articles shall be February 12, 2007.

Signature of each organizer

AMH - FORT LAUDERDALE, LLC,
a South Carolina limited liability company

By: 
Joe H. Miller IV, Managing Member

Date: June 15, 2007.

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